

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM
J.S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER

312/454-6535

RECORDATION NO. 7756-B FILED 1425

May 15, 1981

MAY 18 1981 11 00 AM

File No.: A-9300

INTERSTATE COMMERCE COMMISSION

1-138A021

No. MAY 18 1981
Date.....
Fee \$ 10.00
ICC Washington, D. C.

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Conditional Sale Agreement dated as of December 24, 1974,
between North Western Leasing Company, Seller, and
Chicago and North Western Transportation Company,
Buyer and Agreement and Assignment dated as of
December 24, 1974, between North Western Leasing
Company, Assignor and Continental Illinois National
Bank and Trust Company of Chicago, Assignee covering
20 rebuilt Diesel Locomotives, 10 Caboose Cars,
31 Rebuilt Box Cars and 80 Used Covered Hopper Cars.

Dear Ms. Mergenovich:

Please refer to the above-mentioned document assigned recordation
numbers 7756 on December 26, 1974 at 10:22 a.m., pursuant to
Section 11303 (formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are 5 counterparts of Partial Release and
Bill of Sale by which the Continental Illinois National Bank and
Trust Company of Chicago grants, sells, releases, transfer, convey
and quitclaims unto Chicago and North Western Transportation Company
right, title and interest in nine Bay Window Cobooses Railway
Nos. 11201 and 11203 to 11210, inclusive.

Please assign a recordation number to the Release and Bill of
Sale. Keep one counterpart and return the other 4 counterparts
each showing your recordation data.

Enclosed is a check in the amount of \$10.00 to cover your recording
fees.

RECEIVED
FEE OPERATION

MAY 18 10 53 AM '81

RECEIVED

Ms. Agatha L. Mergenovich
Page 2
A-9300

Please record this document before the Bill of Sale and the Deeds of Release.

This is not a final release.

Yours very truly,

A handwritten signature in dark ink, appearing to read 'J. S. Edwards', with a long horizontal flourish extending to the right.

J. S. Edwards
Assistant Secretary

JSE/baf

cc: R. D. Smith
F. E. Cunningham, Attn: R. R. DeWitt
Z. Steiger
Peter D. Horne, Vice President
Continental Illinois
National Bank & Trust
Company of Chicago

Interstate Commerce Commission
Washington, D.C. 20423

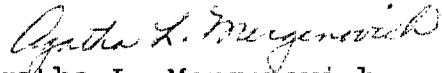
OFFICE OF THE SECRETARY

J. S. Edwards
Chicago & NorthWestern Trnsp/ Co.
400 West Madison Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/18/81 at 11:00AM , and assigned recordation number(s). 7756-B

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

MAY 18 1981 - 11 00 AM
INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of December 24, 1974, between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railway"), Seller agreed to sell and Railway agreed to buy nine (9) Bay Window Cabooses Cars, Railway Nos. 11201 and 11203 to 11210, inclusive (hereinafter referred to as "Cabooses") and other units of equipment (hereinafter referred to as "Other Units"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of December 24, 1974, between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Seller assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Cabooses and Other Units to Assignee; and

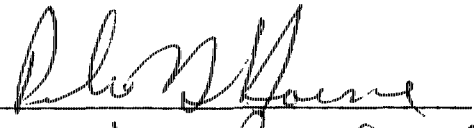
WHEREAS, Assignee has received from Railway all payments due under said Conditional Sale Agreement and Agreement and Assignment with respect to the Cabooses and, the conditions and obligations of Railway with respect to the Cabooses have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railway, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY the Cabooses, TO HAVE AND TO HOLD the Cabooses unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Cabooses hereby conveyed are or may be in any manner encumbered or charged; that the Cabooses are free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Cabooses of any and all ownership plates and other markings of Assignee.

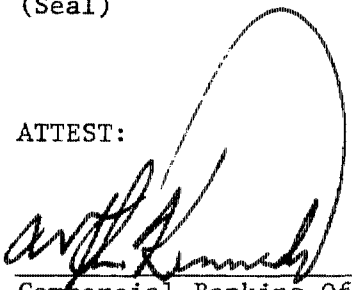
IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 8th day of May A. D. 1981.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By 
Vice President

(Seal)

ATTEST:


Commercial Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, HELEN V. ORACKI, a Notary Public duly commissioned and qualified in and for the County and State aforesaid and residing therein DO HEREBY CERTIFY that PETER D. HORNE and WILLIAM KENNEDY, to me personally known and known to me to be, respectively, a VICE PRESIDENT and a COMMERCIAL BANKING OFFICER of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO and the identical persons whose names are subscribed to the foregoing instrument appeared before me this day in person, and being first duly sworn by me, severally acknowledged to me that they are, respectively, a VICE PRESIDENT and a COMMERCIAL BANKING OFFICER of said corporation; that as such officers they signed, sealed and delivered said instrument in behalf of said corporation by authority and order of its Board of Directors as the free and voluntary act and deed of said corporation, and as their own free and voluntary act; that they know the seal of said corporation; that the seal affixed to said instrument is the seal of said corporation; and that said corporation executed said instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public, at this 8 day of May A.D. 1981.

Helen V. Oracki
Notary Public

MY COMMISSION EXPIRES SEPT. 11, 1982